

additional \$790,000.00 upon the earlier of the following: (1) 10 days after the FCC grant of the application for renewal of the WHCT-TV has become final, or (2) 10 days after the FCC grant of the application for renewal of the WHCT-TV license has been sustained at the first level of judicial review.

Dated at Hartford, Connecticut this ^{31st} day of December, 1996.



Robert L. Krechevsky
Chief Bankruptcy Judge



I certify that this is a true copy.

Attest: Christine Wentworth
Assistant Clerk

EXHIBIT 5

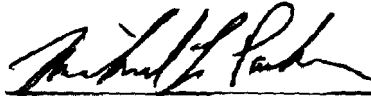
DECLARATION OF MICHEAL L. PARKER

I, Micheal L. Parker, under penalty of perjury, hereby declare as follows:

1. I am the President of Two If By Sea Broadcasting Corporation ("TIBS").
2. On March 18, 1993, I executed on behalf of TIBS a Purchase and Assignment Agreement (the "Purchase Agreement") by which TIBS committed to buy WHCT-TV, Hartford, Connecticut, from the licensee, Martin W. Hoffman, Trustee-in-Bankruptcy for Astroline Communications Company Limited Partnership (the "Trustee"). The United States Bankruptcy Court, District of Connecticut (the "Bankruptcy Court"), authorized that transaction on June 8, 1993, and reaffirmed its authorization on December 31, 1996.
3. On September 22, 1993, TIBS and the Trustee jointly filed with the Federal Communications Commission ("FCC") an application for assignment of license in connection with the Purchase Agreement.
4. Between 1993 and the present, TIBS has expended hundreds of thousands of dollars and hundreds of hours of effort in furtherance of the transaction and has been involved in proceedings before the FCC and the United States Court of Appeals for the District of Columbia Circuit in an effort to ensure that the license is assigned to TIBS in accordance with the Bankruptcy Court authorization.
5. TIBS has a direct and substantial economic interest in the outcome of the renewal of the Trustee's license, since denial of the Trustee's renewal application will preclude the assignment of the station to TIBS and result in loss of the substantial investment TIBS has made since 1993. TIBS is prepared to participate actively and to expend

significant resources to develop relevant evidence and ensure a thorough exploration of the issues.

Executed this 2nd day of May, 1997, by:

A handwritten signature in black ink, appearing to read "Micheal L. Parker", written over a horizontal line.

Micheal L. Parker
President, Two If By Sea Broadcasting Corporation

CERTIFICATE OF SERVICE

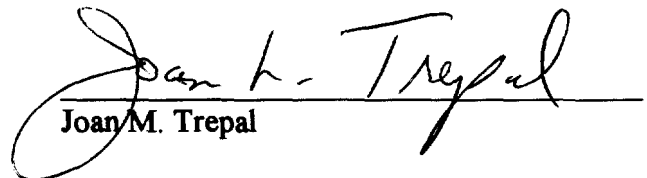
I, Joan M. Trepal, a secretary in the law firm of Fleischman and Walsh, L.L.P., hereby certify that on this 29th day of May, 1997, copies of the foregoing "Petition to Intervene" were sent by first class mail, postage prepaid, to the following:

* Honorable John M. Frysiak
Administrative Law Judge
Federal Communications Commission
2000 L Street, N.W.--Room 223
Washington, D.C. 20554

* James Shook, Esq.
Mass Media Bureau
Federal Communications Commission
2025 M Street, N.W.--Room 8202-F
Washington, D.C. 20554

Peter D. O'Connell, Esq.
Reed Smith Shaw and McClay
1301 K Street, N.W.
East Tower, Suite 1100
Washington, D.C. 20005-3317

Harry F. Cole, Esq.
Bechtel & Cole, Chartered
1901 L Street, N.W.--Suite 250
Washington, D.C. 20036
Counsel for Shurberg Broadcasting of Hartford


Joan M. Trepal

-
- Hand Delivered.